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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND JOHNSON CONTROLS INC. AND CERTAIN OF ITS
AFFILIATES (I) WITHDRAWING PROOF OF CLAIM NUMBER 15523 AND
(II) COMPROMISING AND ALLOWING PROOF OF ADMINISTRATIVE
EXPENSE CLAIM NUMBER 18528

(JOHNSON CONTROLS INC. AND CERTAIN OF ITS AFFILIATES)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Johnson Controls Inc. and certain of its affiliates (collectively, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Johnson Controls Inc. And Certain of Its Affiliates (I) Withdrawing Proof Of Claim Number 15523 And (II) Compromising And Allowing Proof Of Administrative Expense Claim Number 18528 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 31, 2006, Johnson Controls Inc. – Automotive Group ("JCI Automotive") filed proof of claim number 15523 asserting a secured claim in an unliquidated amount for "existing breach or future breach" of certain agreements and/or related agreements for goods sold by the Debtors to JCI Automotive ("Claim 15523").

WHEREAS on May 22, 2007, the Debtors objected to the Prepetition Claims pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

WHEREAS, on June 19, 2007, JCI Automotive filed its response to the Fifteenth Omnibus Objection (Docket No. 8338) (the "Claim 15523 Response").

WHEREAS, on July 14, 2009, Johnson Controls, Inc. Automotive Experience Division and Affiliates (collectively, "JCI Experience") filed proof of administrative claim number 18528 asserting an administrative claim in the amount of \$110,189.59 based on goods sold by JCI Experience to the Debtors ("Claim 18528," and together with Claim 15523, the "Claims").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to Claim 18528 pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit,

And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, On February 17, 2010, JCI Experience filed its response to the Forty-Third Omnibus Objection and reduced the amounts owed to \$51,794.95 (Docket No. 19843) (the "Claim 18528 Response," and together with the Claim 15523 Response, the "Responses").

WHEREAS, (a) to resolve the Fifteen Omnibus Claims Objection with respect to Claim 15523 and (b) the Forty-Third Omnibus Objection with respect to Claim 18528, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that (i) Claim 15523 should be withdrawn in its entirety with prejudice and (ii) Claim 18528 should be allowed in the amount of \$3,068.92 in full and final satisfaction of Claim 18528 and shall be treated as an allowed administrative expense priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 15523 is hereby deemed withdrawn in its entirety with prejudice.
2. Claim 18528 shall be allowed in the amount of \$3,068.92 in full and final satisfaction of Claim 18528 and shall be treated as an allowed administrative expense priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
3. Notwithstanding anything to the contrary in the Modified Plan, within 45 days of the Court entering this Stipulation on the Court's docket, DPH-DAS LLC shall pay

\$3,068.92 referenced above in paragraph 2. Such payment will be remitted by check payable to "Johnson Controls Injection Moldings, LLC" and will be mailed to the following address:

Johnson Controls Injection Moldings, LLC
P.O. Box 774352
4352 Solutions Center
Chicago, IL 60677-4003

4. The Responses are hereby withdrawn with prejudice.
5. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claims.
6. This Stipulation does not affect the allowance or disallowance of any other remaining claims held by Claimants or any of their related entities.
7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 10th day of August, 2012

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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Johnson Controls Inc. – Automotive Group,
Johnson Controls, Inc. - Battery Group, and
Johnson Controls, Inc. Automotive Experience
Division and Affiliates, Johnson Controls, Inc.
(Power Solutions)